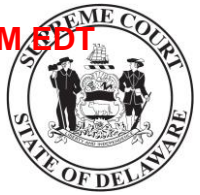


EXHIBIT D



IN THE SUPREME COURT OF THE STATE OF DELAWARE

KT4 PARTNERS LLC,

Plaintiff Below,
Appellant,

v.

PALANTIR TECHNOLOGIES, INC.,

Defendant Below,
Appellee.

No. 281, 2018

On Appeal from the Court of Chancery
of the State of Delaware in C.A. No.
2017-0177-JRS

APPELLANT'S OPENING BRIEF

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Dated: July 16, 2018

discretion in light of “case-specific factors.” *United Techs.*, 109 A.3d at 554, 560. This Court has identified several such factors: (a) whether the stockholder has a “legitimate reason” for filing suit outside Delaware; (b) whether the corporation’s bylaws have a forum selection clause; and (c) whether “there has been . . . prior litigation in” Delaware over the subject of inspection. *Id* at 560-61.

The Court of Chancery erred by imposing the Jurisdictional Limitation without analyzing these, or any other, case-specific factors, all of which cut against the Jurisdictional Limitation and in favor of KT4’s proposed provision.

KT4 is investigating claims for breach of contract and other potential common-law claims,¹⁰ and KT4 must be able to bring these claims in a court that has jurisdiction over all potential defendants.¹¹ For example, KT4 is investigating whether the Founders’ secret sales of over 100 million shares of common stock violated the FRCSA. In any breach-of-contract claim arising out of that conduct, both Palantir and the Founders presumably would be necessary parties to the suit: both Palantir and the Founders are parties to the FRSCA, and a judgment would determine “their responsibilities and duties” as such. *Heritage Homes of De La Warr, Inc. v. Alexander*, 2005 WL 2173992, at *2 n.6 (Del. Ch. Sept. 1, 2005)

¹⁰ KT4 also is investigating fraud claims against Palantir and its Founders for misrepresentations and omissions concerning KT4’s rights under the FRCSA or the IRA. KT4’s investigation is ongoing.

¹¹ Potential defendants may include Palantir, its officers and directors, the Founders, any joint tortfeasors, and others bound by the FRCSA.